

EXHIBIT A

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

DENNIS J. DONOGHUE, and
MARK RUBENSTEIN,

Plaintiffs,

– v. –

AMC ENTERTAINMENT HOLDINGS, INC.,

ECF CASE

No. 23-cv-4985-JHR

Nominal Defendant,

– and –

ANTARA CAPITAL MASTER FUND LP,
ANTARA CAPITAL FUND GP LLC,
ANTARA CAPITAL LP,
ANTARA CAPITAL GP LLC, and
HIMANSHU GULATI,

Defendants.

[PROPOSED] ORDER AND FINAL JUDGMENT

1. The Court has jurisdiction over the subject matter of this action and, in respect of such subject matter, over the Plaintiffs, over AMC Entertainment Holdings, Inc. (“AMC”), and over Defendants Antara Capital Master Fund LP, Antara Capital Fund GP LLC, Antara Capital LP, Antara Capital GP LLC, and Himanshu Gulati (collectively, the “Antara Defendants”).

2. The parties’ Stipulation of Settlement dated September 11, 2023 (a copy of which is annexed hereto as Exhibit 1) (the “Stipulation”) is hereby approved as fair, reasonable and adequate and in the best interests of AMC and its stockholders. The parties are directed to consummate their settlement in accordance with the terms and provisions of the Stipulation.

3. This Order and Final Judgment shall not constitute evidence of or an admission by any Antara Defendant or by any other person regarding any liability under Section 16(b) of the Securities Exchange Act of 1934, as amended (the “Act”), 15 U.S.C. § 78p(b), or regarding any violation of law or other wrongdoing, or respecting the validity or invalidity of any of the defenses asserted by the Antara Defendants. None of the Antara Defendants admits, either expressly or implicitly, any liability whatsoever by reason of any of the matters alleged in the First Amended Complaint or referenced in the Stipulation.

4. The First Amended Complaint, including each claim for relief therein against each Antara Defendants and all claims for violations of Section 16(b) of the Act asserted in this Action, and any claim for attorney’s fees arising out of the matters alleged in the First Amended Complaint or the Antara Defendants’ alleged liability under Section 16(b) of the Act, are hereby dismissed on the merits, with prejudice and without costs, except as otherwise provided for herein.

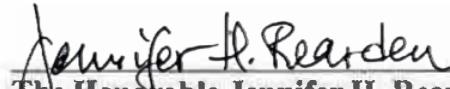
5. To the full extent set forth in the Stipulation, each Antara Defendant and every other Antara Released Party (as defined in the Stipulation) is hereby discharged and released from any and all liability and damages under or based upon any and all claims, rights, causes of action, suits, matters, demands, transactions, circumstances and issues, known or unknown, absolute or contingent, accrued or not accrued, liquidated or unliquidated, or otherwise, arising out of or relating to the subject matter of the First Amended Complaint under Section 16(b) of the Act: (i) by Plaintiffs on behalf of themselves or any other person or entity, (ii) by AMC, or (iii) by any and all owners of any security of AMC, whether individually, directly, representatively, derivatively, or in any other capacity.

6. Plaintiffs, counsel for Plaintiffs, AMC, and all owners of any security of AMC and their counsel, or any of them, either individually, directly, derivatively, representatively, or in any other capacity, are permanently barred and enjoined from instituting or prosecuting this Action or any other action, in this or any other court or tribunal of this or any other jurisdiction, arising out of or relating to the subject matter of the First Amended Complaint under Section 16(b) of the Act: (i) by Plaintiffs on behalf of herself or any other person or entity, (ii) by AMC, or (iii) by any and all owners of any security of AMC, whether individually, directly, representatively, derivatively, or in any other capacity.

7. Jurisdiction is hereby reserved over all matters relating to the enforcement, administration and performance of the Stipulation.

8. The Clerk of the Court is directed to enter and docket this Order and Final Judgment in this Action.

Dated: May 2, 2024
New York, New York


The Honorable Jennifer H. Rearden
United States District Judge

The Court incorporates by reference its statements on the record during the fairness hearing held this afternoon. The Clerk of Court is directed to terminate all pending motions, cancel any remaining deadlines, and close this case.